

MICROMET, INC.
Form SC 13G
October 10, 2008

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b) (c), AND
(d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)**

(Amendment No. ____)*

Micromet, Inc.

(Name of Issuer)

Common Stock, \$0.00004 par value per share

(Title of Class of Securities)

59509C 10 5

(CUSIP Number)

October 2, 2008

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Abingworth Management Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

England

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,644,860
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH:

2,644,860

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,644,860

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Abingworth LLP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

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WITH:

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

Item 1 (a). Name of Issuer:

Micromet, Inc. (the Issuer)

Item 1 (b). Address of Issuer s Principal Executive Offices:

6707 Democracy Boulevard, Suite 505

Bethesda, MD 20817

Item 2 (a). Name of Persons Filing:

Abingworth Management Limited and Abingworth LLP. The foregoing individuals are collectively referred to as the Reporting Persons.

Item 2 (b). Address of Principal Business Office or, if None, Residence:

The business address for Abingworth Management Limited and Abingworth LLP is Princes House, 38 Jermyn Street, London, England SW1Y 6DN.

Item 2 (c). Citizenship:

Abingworth Management Limited is a corporation organized under the laws of England. Abingworth LLP is a limited liability partnership organized under the laws of England.

Item 2 (d). Title of Class of Securities:

Common Stock, \$0.00004 par value per share (Common Stock)

Item 2 (e). CUSIP Number:

59509C 10 5

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

Abingworth Management Limited is the manager of Abingworth Bioventures II SICAV in liquidation (ABV II). As of October 2, 2008, ABV II is the record owner of 762,507 shares of Common Stock. As the manager of ABV II, Abingworth Management Limited may be deemed to beneficially own the shares of Common Stock held by ABV II.

Abingworth LLP is the manager of Abingworth Bioventures V LP (ABV V) and Abingworth Bioequities Master Fund LTD (ABE). As of October 2, 2008, ABV V is the record owner of 1,117,647 shares of Common Stock; and ABE is the record owner of 764,706 shares of Common Stock. As the manager of ABV V and ABE, Abingworth LLP may be deemed to beneficially own the shares of Common Stock held by ABV V and ABE.

As investment decisions for the investment funds managed by Abingworth Management Limited (ABV II) and Abingworth LLP (ABV V and ABE) are made by investment committees comprised of substantially the same individuals, each of Abingworth Management Limited and Abingworth LLP may be deemed to

beneficially own 2,644,860 shares of Common Stock, which represents the shares of Common Stock held by ABV II, ABV V and ABE.

In addition, as of October 2, 2008, ABV acquired warrants exercisable for up to 335,294 shares of Common Stock and ABE acquired warrants exercisable for up to 229,412 shares of Common Stock (collectively, the Warrants). The exercise of the Warrants is limited: each Reporting Person may only exercise their respective Warrants such that the Reporting Persons' aggregate beneficial ownership does not exceed 4.99% on a post-exercise basis. Accordingly, the Warrants provide the Reporting Persons with no right to acquire beneficial ownership within 60 days of the date of acquisition.

(b) Percent of Class:

Abingworth Management Limited and Abingworth LLP may each be deemed to beneficially own 5.3% of the outstanding Common Stock of the Issuer.

The foregoing percentage is calculated based on the 40,871,827 shares of Common Stock reported to be outstanding as of August 1, 2008 in the Issuer's Form 10-Q filed with the Securities Exchange Commission on August 8, 2008 plus the 9,411,948 shares of Common Stock reported as agreed to be issued on October 2, 2008 in the Issuer's Form 8-K filed with the Securities Exchange Commission on September 29, 2008 for an aggregate total of 50,283,775 shares of Common Stock.

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: see line 5 of cover sheets.
- (ii) shared power to vote or to direct the vote: see line 6 of cover sheets.
- (iii) sole power to dispose or to direct the disposition: see line 7 of cover sheets.
- (iv) shared power to dispose or to direct the disposition: see line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such shares of Common Stock except for the shares, if any, such Reporting Person holds of record.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 10, 2008

ABINGWORTH MANAGEMENT LIMITED

By: /s/ James Abell
Name: James Abell
Title: Executive Director

ABINGWORTH LLP

By: /s/ James Abell
Name: James Abell
Title: Member

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of Common Stock of Micromet, Inc.

Date: October 10, 2008

ABINGWORTH MANAGEMENT LIMITED

By: /s/ James Abell
Name: James Abell
Title: Executive Director

ABINGWORTH LLP

By: /s/ James Abell
Name: James Abell
Title: Member